



BURLINGTON NORTHERN RAILROAD

LAW AND
GOVERNMENT AFFAIRS
DEPARTMENT

176 East Fifth Street
St. Paul, Minnesota 55101
Telephone (612) 298-2121

RECORDATION NO. 6962-1 Filed 1425

May 24, 1984

MAY 30 1984 - 9 12 AM No. 4-151A010
MAY 30 1984

INTERSTATE COMMERCE COMMISSION

CERTIFIED MAIL
RETURN RECEIPT REQUESTED

Fee \$ 10.00

ICC Washington, D. C.

Mr. James H. Bayne
Acting Secretary
Interstate Commerce Commission
12th Street and Constitution Avenue, N. W.
Washington, D. C. 20423

Dear Sir:

Enclosed are original and two executed copies of the document described below for recording with the Commission pursuant to Section 11303 of Title 49 of the U. S. Code.

The attached instrument is a supplemental agreement to Burlington Northern Inc. (now Burlington Northern Railroad Company) Equipment Trust of 1973, Series 1, dated as of April 1, 1973 between Morgan Guaranty Trust Company of New York (now Citibank, N.A.), Trustee, and Burlington Northern Inc. (now Burlington Northern Railroad Company). The Equipment Trust was filed with the Commission on March 19, 1973 at 10:25 A.M., and assigned Recordation No. 6962. The instrument has been supplemented periodically since the original filing. The last filing was in the form of a Supplemental Agreement dated as of July 27, 1982 which was filed with the Commission on August 17, 1982, at 2:35 P.M., and assigned Recordation No. 6962-F.

RECEIVED
MAY 30 6 45 AM '84
I.C.C.
FEE OPERATION BR.

Mr. James H. Bayne

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May 24, 1984

The names and addresses of the parties to the Supplemental Agreement are as follows:

Trustee: CITIBANK, N.A. (formerly
Morgan Guaranty Trust
Company of New York)
5 Hanover Square
New York, NY 10043

Company: Burlington Northern Railroad
Company (formerly Burlington
Northern Inc.)
176 East Fifth Street
St. Paul, MN 55101

The Supplemental Agreement provides for the repair, conversion and renumbering of one damaged SD 40-45 diesel electric locomotive number BN 6812 to a cabless unit.

The locomotive, subjected to the Equipment Trust of 1973, Series 1, dated as of April 1, 1973, will be assigned new Road No. 7502.

A filing fee of \$10.00 is enclosed. Please return the original and any extra copies not needed by the Commission for recordation to me.

A short summary of the document to appear in the index follows:

SUPPLEMENTAL AGREEMENT

TO

BURLINGTON NORTHERN INC. EQUIPMENT TRUST
OF 1973, SERIES 1

PRIMARY DOCUMENT RECORDATION NO. 6962

SUPPLEMENTAL AGREEMENT DATED
APRIL 26, 1984

The Supplemental Agreement involves one (1) SD 40-45 diesel electric locomotive presently numbered BN 6812 and subjected to the original Equipment Trust. The

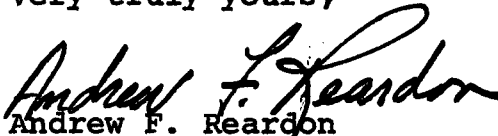
Mr. James H. Bayne

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May 24, 1984

unit will be converted from a cab-type to a cableless
unit and renumbered BN 7502.

Very truly yours,

A handwritten signature in dark ink, appearing to read "Andrew F. Reardon". The signature is fluid and cursive, with the first name "Andrew" and last name "Reardon" clearly distinguishable.

Andrew F. Reardon
Assistant Vice President-Law

AFR/ab

Enclosure



BURLINGTON NORTHERN RAILROAD

LAW AND
GOVERNMENT AFFAIRS
DEPARTMENT

RECORDATION NO. 6967

Filed 1425

176 East Fifth Street
St. Paul, Minnesota 55101
Telephone (612) 298-2121

MAY 30 1984 -9 10 AM

CITIBANK, N.A.,
Trustee under Burlington
Northern Inc. (now Burlington
Northern Railroad Company)
Equipment Trust of 1973, Series 1,
5 Hanover Square
New York, New York 10043

INTERSTATE COMMERCE COMMISSION

April 26, 1984

Gentlemen:

Please refer to Agreement dated April 1, 1973 between CITIBANK, N.A., successor Trustee to Morgan Guaranty Trust Company of New York, and Burlington Northern Inc. (now Burlington Northern Railroad Company) which document constitutes Burlington Northern Inc. Equipment Trust of 1973, Series 1 (hereinafter called the Agreement).

Burlington Northern Railroad Company (hereinafter called the Company) seeks permission from CITIBANK, N.A. (hereinafter called the Trustee) to repair and convert one damaged locomotive identified by number BN 6812 and subjected to the above described Agreement to a cabless or "B" unit at an estimated cost of \$54,000. The detail of cost for the repair and conversion is outlined in attached Exhibit A.

It is further proposed to change the road numbers of the aforementioned diesel electric freight locomotive as provided by the Agreement as follows in order to identify properly the equipment for control purposes:

Old Road Number

BN 6812

New Road Number

BN 7502

CITIBANK, N.A.

-2-

April 26, 1984

Notice is hereby given that upon receipt of your consent thereto, we will proceed with repair and conversion of the above-described unit designated BN 6812 to a cabless locomotive ("B" unit) renumbered BN 7502.

Very truly yours,

BURLINGTON NORTHERN RAILROAD
COMPANY (formerly Burlington
Northern Inc.)

ATTEST:


Assistant Secretary

By


Senior Vice President

Attachment

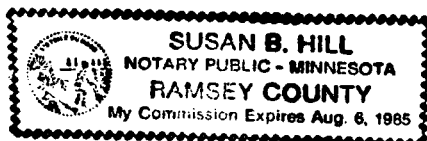
STATE OF MINNESOTA)
) ss
COUNTY OF RAMSEY)

On this 27th day of April, 1984, before me personally appeared DONALD E. ENGLE, to me personally known, who being by me duly sworn, says that he is a Senior Vice President of Burlington Northern Railroad Company; that the seal affixed to the foregoing instrument is the corporate seal of said corporation; that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the true act and deed of said corporation.

Donald Engle
Senior Vice President

Subscribed and sworn to before me
this 27th day of April, 1984.

Susan B Hill
Notary Public




KNOW ALL MEN BY THESE PRESENTS that CITIBANK, N.A. as successor Trustee (to Morgan Guaranty Trust Company of New York, Trustee), under Burlington Northern Inc. Equipment Trust of 1973, Series 1, Equipment Trust Agreement dated as of April 1, 1973 to Burlington Northern Inc. (now Burlington Northern Railroad Company) for and in consideration of the sum of One Dollar (\$1.00) to it paid, the receipt whereof is hereby acknowledged, does hereby consent to the repair and conversion of one damaged locomotive identified as BN 6812 to a cabless "B" unit to be renumbered BN 7502 for identification purposes.

IN WITNESS WHEREOF, CITIBANK, N.A., as Trustee, has caused these presents to be signed by one of its Senior Trust Officers and its corporate seal to be hereunto affixed and attested by one of its Trust Officers this 8th day of May, 1984.

CITIBANK, N.A., as successor Trustee

ATTEST:


Trust Officer

By:


Senior Trust Officer

STATE OF NEW YORK)
) ss
COUNTY OF NEW YORK)

On this 8th day of May, 1984, before me personally appeared E. Gibbons, to me personally known, who being by me duly sworn, says that he is a Senior Trust Officer of CITIBANK, N.A. a national banking association that the seal affixed to the foregoing instrument is the corporate seal of said Association; that said instrument was signed and sealed on behalf of said association by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.



Senior Trust Officer

Subscribed and sworn to before me
this 8th day of May, 1984.



Notary Public

DANIEL C. BROWN, JR.
Notary Public, State of New York
No. 41-4644153
Qualified in Queens County
Certificate Filed in New York County
Commission Expires March 30, 1985

Livingston, Montana
January 25, 1984

File: 417.043
XBN 6812

Mr. R. E. Taylor: (Attn: Mr. O. H. Summers)

The following is an estimate of repairs required to rebuild BN 6812 and is based on an inspection of this unit on January 20, 1984.

1. Replace anti climb, replace front pilot, steps and snowplow. Repair rear pilot at drawbar pocket.
2. Replace both draft gears and drawbars, repair front draft gear pocket and replace rear pocket.
3. Remove and repair front truck, repair front center casting, remove and inspect rear truck and center casting.
4. Replace complete cab and short hood, including control stand. Repair walkways and replace front hand rails.
5. Remove and straighten long hood.
6. Straighten electric cabinet frame on unit.
7. Replace all air equipment in control stand and under cab.

Engine, main alternator and air compressor have been inspected for impact damage with no apparent damage.

Attached are photographs of the wreck and an estimate of labor and materials.

For approximately \$54,000.00, this unit could be converted into a "B"-type unit. Please advise as soon as possible, as material will have to be ordered from EMD, otherwise.


M. L. Varns
Shop Superintendent

VHN/jhm

Att.

cc: A. E. Larson
J. L. Wilson
V. H. Nielsen

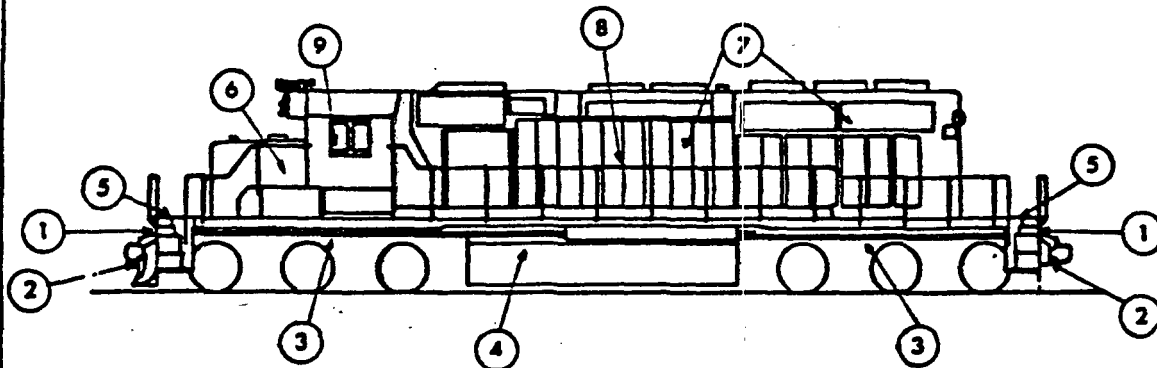
3 **...AND FOR**
RECOVERY

[illegible]

WRECKED LOCOMOTIVE WORK COMPLETION



LOCATION <u>LIVINGSTON, MONTANA</u>	DATE IN -
LOCOMOTIVE NUMBER <u>BU 6812</u>	DATE OUT -



SD 40-45 LOCOMOTIVE

	Mechanic	Electrician	Pipe Fitter	Boiler Maker	Carpenter	Other	LABOR	Material	Totals
301	212.16	212.16	636.48	3182.40			4243.20	5000.00	9243.20
302	424.32			1856.40			2280.64	5300.00	7582.64
303	477.36						477.36		477.36
304									
305				1060.80			1060.80	1600	2662.80
306	212.16	159.12	424.36	1591.20		106.08	2492.92	SEE BELOW	2492.92
307	212.16	318.24	530.40	1060.80		53.04	2174.64		3174.64
308	424.36	53.04	185.64				663.04		663.04
309	477.36	477.36	1591.20	4243.20	636.48	106.08	7531.68	SEE BELOW	7531.68
310									
311				424.36			424.36	1050.00	1474.36
312					530.40	159.12	689.52	1200.00	1889.52
313	424.32	106.08	106.08	106.08		53.04	795.60		795.60
314	265.20		1060.80	122.60		106.08	1564.68	6000.00	7564.68
315									
316									
317									
318									
319		1060.80	159.12	1060.70		53.04	2333.76		2333.76
320	265.20	848.64	795.60				1909.44	SEE BELOW	1909.44
COMPLETE CAB, SHORT HOOD INCLUDING CONTROL ENGINE FRAME AND								15500.00	15500.00
TOTAL							28641.64	175150.00	203791.64